

GRUPO FINANCIERO BANORTE, S.A.B. DE C.V.

**FIRST NOTICE
GENERAL ANNUAL ORDINARY SHAREHOLDERS MEETING**

As agreed by the Board of Directors, shareholders of Grupo Financiero Banorte, S.A.B. de C.V. are hereby called to attend the General Annual Ordinary Shareholders' Meeting to be held on April 23, 2010, at 5:00 pm in the building located at Avenida Revolución No. 3000, Colonia Primavera, in the City of Monterrey, Nuevo Leon, to address the following issues:

AGENDA

TO INFORM AND PASS THE RESOLUTIONS THAT THE ASSEMBLY DEEMS APPROPRIATE WITH RESPECT TO THE FOLLOWING MATTERS:

- I. PRESENT AND IF THE APPLICABLE, APPROVE THE REPORTS REFERED IN SECTION IV, ARTICLE 28 OF THE SECURITIES MARKET LAW, CORRESPONDING TO THE FISCAL YEAR ENDING DECEMBER 31, 2009.**
- II. DISTRUBITION OF PROFITS.**
- III. DISCUSS AND, IF APPLICABLE, APPROVE A PROPOSAL TO PAY A CASH DIVIDEND EQUIVALENT TO Ps \$0.17 PER SHARE.**
- IV. APPOINT THE MEMBERS OF THE COMPANY'S BOARD OF DIRECTORS AND QUALIFY THEIR INDEPENDENCE.**
- V. DETERMINE THE RENUMERATION OF THE COMPANY'S MEMBERS OF THE BOARD OF DIRECTORS.**
- VI. DESIGNATE THE MEMBERS OF THE AUDIT AND CORPORATE PRACTICES COMMITTEE.**
- VII. THE BOARD OF DIRECTORS' REPORT ABOUT TRANSACTIONS CARRIED OUT WITH THE COMPANY'S SHARES DURING 2009; AS WELL AS DETERMINE THE MAXIMUM AMOUNT OF FINANCIAL RESOURCES THAT WILL BE APPLIED FOR SHARE RE-PURCHASES DURING THE FISCAL YEAR CORRESPONDING TO 2010.**
- VIII. DESIGNATE THE DELEGATE(S) TO FORMALIZE AND EXECUTE THE RESOLUTIONS TAKEN BY THE ASSEMBLY.**
- IX. DRAFT, READ AND APPROVE THE MINUTES OF THE ASSEMBLY.**

We would like to inform all shareholders that admission cards to the Meeting will be delivered upon submitting the respective proof of deposit issued by S.D. Indeval, S.A. de C.V., Institución para el Depósito de Valores, S.A. de C.V., and, where appropriate, with the supplementary listings referred to by the Securities Market Law. The corresponding admission cards must be requested and delivered during normal business hours at the office of the Secretary to the Board of Directors, located in the South Mezzanine of the building at Avenida Revolución #3000, Colonia Primavera, in the city of Monterrey, N.L., no later than one business day prior to the date of the scheduled meeting.

Shareholders may attend the Meeting in person or be represented by a proxy, established by letter of proxy as per the applicable forms issued by this company, in accordance with Article 49 Section III of the Securities Market Law. Power of attorney forms and other documentation related to the agenda are available to shareholders at the office of the aforementioned Secretary to the Board of Directors.

Monterrey, N.L., April 7, 2010.

**AURORA CERVANTES MARTINEZ
SECRETARY TO THE BOARD OF DIRECTORS**